THE CORPORATION JOURNAL

(REGISTERED U. S. PAT. OFFICE)

VOL. XVII, No. 14 FEBRUARY, 1947 PAGES 261-280

COMPLETE NUMBER 333

Published by

THE CORPORATION TRUST COMPANY AND ASSOCIATED COMPANIES

In the incorporation, qualification and statutory representation of corporations, The Corporation Trust Company, C T Corporation System and associated companies deal with and act for lawyers exclusively.

Trends in State Franchise Taxation

Foreign Corporations

Since the Supreme Court of the United States in 1924 ruled invalid a franchise tax imposed upon foreign corporations on the allocable shares of authorized common stock in *Air-Way Electric Appliance Co. v. Day*, 266 U. S. 71, "authorized capital stock" has been utilized by few states as the basis of their annual license or franchise tax. Two states, however, still base their franchise taxes on foreign corporations upon "authorized capital stock"—Idaho and Washington. Idaho permits no allocation of this base, while Washington employs the proportion of the "capital stock" (authorized capital stock, in practice) represented or to be represented by property and business in the state, by comparing the entire volume of business with the volume of intrastate business in the state.

Four states have followed the lead of Louisiana in employing a base broader than the customary "issued and outstanding capital stock." These states are Georgia, Mississippi, North Carolina and Tennessee. Louisiana uses the allocable issued and outstanding capital stock, surplus, undivided profits and borrowed capital as the basis, while Mississippi, North Carolina and Tennessee employ the allocable issued and outstanding capital stock, surplus and undivided profits. Georgia designates as its base the allocable proportion of the entire outstanding issued capital stock and surplus employed in the state. Texas uses a base substantially comparable to that of Louisiana.

The use of the "Massachusetts formula" in the allocation of franchise taxes on business corporations, both foreign and domestic, continues to find favor in an increasing number of states. This "formula" makes use of three factors in allocation: property, payroll and sales. It is now employed in connection with franchise taxes by California, Connecticut (as to income derived from the manufacture, sale or use of tangible personal or real property), Massachusetts (excise tax), Minnesota (manufacturing companies), Montana, (corporation license tax), New Jersey, and (as to business income) New York. New Jersey and New York have been the states which have most recently adopted this method of allocation.

States which today impose no franchise tax upon either domestic or foreign business corporations are Arizona, Indiana, Nevada, North Dakota, South Dakota and Wisconsin.

The trend toward a reduction in the rates of franchise taxes on foreign corporations in the post-war period has not been a substantial one. New York, which had for a number of years made use of a 6% rate for its franchise tax based on net income, in 1946 rein-

stated the permanent 4½% rate, applicable to fiscal or calendar years ending after June 30, 1945. Effective January 1, 1946, South Carolina reduced its license fee or franchise tax rate from three to two mills upon each dollar of the true value of the property of foreign corporations used within the state in the conduct of their business. Louisiana reduced its franchise tax rate from $2 to $1.50 for each $1,000 of the corporation's capital stock, surplus, undivided profits and borrowed capital subject to the tax.

Domestic Corporations

Delaware.

Evidence held to reveal consistency of proof of value of corporate assets presented in prior federal court suit between parties and that given in state court suit. York Corporation resulted from a merger by York Ice Machinery Corporation with the former York Corporation, a wholly owned subsidiary, and sought to compel certain preferred stockholders of York Ice Machinery Corporation, who objected to the merger, to assign and transfer their stock to that corporation, after the stock had been appraised pursuant to Section 61 of the General Corporation Law prior to amendment in 1943. All were Delaware corporations. The objecting stockholders filed a cross-petition, seeking to set aside the appraisal on the ground that the evidence produced by the corporation before the appraisers, as to the value of the corporate assets, was wholly inconsistent with that produced by York Ice Machinery Corporation in a prior proceeding in the Federal Court, (*Root et al. v. York Corporation*, 56 F. Supp. 288, The Corporation Journal, December, 1944, page 244), in which some of the cross-petitioners had sought to enjoin the merger on the ground of unfairness. "The precise question of fact raised by the pleadings, and argued by the parties," said the Court of Chancery, New Castle County, "seems to be whether the evidence produced by York Corporation before the appraisers, with respect to the value of its assets, was wholly inconsistent with the testimony previously introduced by its predecessor, York Ice Machinery Corporation, in the injunction suit; whether the uncontradicted evidence produced by the corporation in the Federal Court showed that the net value of its assets on June 29th, 1942 was more than $10,000,000 while in the subsequent appraisal proceeding the evidence produced by it showed that the value of such assets, on that date, was much less than that amount." The court, after an examination of the evidence, concluded that the proof did not sustain the charge in the cross-petition that the evidence, with respect to asset value, produced by the corporation before the appraisers was wholly inconsistent with that produced by it, with respect to asset value, in the Federal Court. A decree was ordered entered dismissing the cross-petition and directing the stockholders to transfer their preferred stock to the new corporation upon payment of its appraised value. *Root et al.*

v. York Corporation, Court of Chancery, New Castle County, December 3, 1946. William H. Foulk of Wilmington, and John Schulman (Arthur Garfield Hays, Seymour M. Heilbron, George Hornstein and Elias Messing, of counsel), of New York, for cross-petitioners. Robert H. Richards and Aaron Finger of Richards, Layton & Finger of Wilmington and George S. Munson, of Philadelphia, for York Corporation. Commerce Clearing House Court Decisions Requisition No. 365134; 50 A. 2d 52.

Redemption of Class A stock of Kentucky corporation, which was controlled by defendant Delaware company, which brought about the redemption and the corporation's subsequent liquidation for its own profit and to the loss of complainant Class A stockholder, held a breach of fiduciary relationship between Class A stockholders and the Delaware company, giving rise to causes of action for loss incurred. In *Zahn v. Transamerica Corporation,* 63 F. Supp. 243, (The Corporation Journal, April, 1946, page 125), the United States District Court, District of Delaware, ruled that the redemption of Class A stock of a Kentucky corporation, in which complainant was a Class A stockholder, owned and controlled by a Delaware corporation, the defendant, instead of permitting the Class A stockholders to participate in the assets on liquidation, was not a breach of a fiduciary relationship alleged to exist between the stockholders of the foreign corporation and the Delaware company. Upon appeal, the United States Circuit Court of Appeals, Third Circuit, has reversed the judgment of the District Court. The higher court quoted from *Southern Pacific Railway Co. v. Bogert,* 250 U. S. 483, 487, as follows: "The rule of corporation law and of equity invoked is well settled and has been often applied. The majority has the right to control; but when it does so, it occupies a fiduciary relation toward the minority as much as to the corporation itself or its officers and directors." The Circuit Court of Appeals concluded, in this case, that the redemption of the Class A stock, an act which could have been legally consummated for a proper corporate purpose by a disinterested board of directors, was "effected at the direction of the principal Class B stockholder in order to profit it. Such a call is a nullity in the eyes of a court of equity." The court observed that it was the intention of the framers of the subsidiary Kentucky corporation's charter to require the board of directors, if that body called the Class A stock, to do so with a due regard to its fiduciary obligations to the corporation and to all its stockholders and for a proper corporate purpose, and liability flowing from a dereliction of the duty owed by the defendant corporation, which constituted the board of the subsidiary and controlled it, would follow. It was indicated that the complainant could maintain his cause of action to recover from the corporate defendant the value of the stock retained by him as represented by its aliquot share of the proceeds of the Kentucky company upon the dissolution of that company, which had taken place subsequent to the redemption. The court also indicated that complainant could maintain a cause of action

to recover the difference between the amount received by him for the shares already surrendered and the amount which he would have received in liquidation of the Kentucky company if he had not surrendered his stock. *Zahn v. Transamerica Corporation,* United States Circuit Court of Appeals, Third Circuit, August 13, 1946. Samuel Handloff of Wilmington (Samuel J. Levinson and Frank Weinstein of New York City, on the brief), for appellant. Edwin D. Steel, Jr., (Morris, Steel, Rodney, Nichols & Arsht, on the brief), of Wilmington, for appellee. Commerce Clearing House Requisition No. 360882. (*Petition for rehearing filed.*)

New York.

Receiver appointed for solvent corporation where the parties could not agree and such step was necessary to preserve its assets. This was a proceeding under Section 103 of the General Corporation Law for the voluntary dissolution of a corporation. The petitioner and one of the respondents had agreed to organize the company in order to take title to certain real estate. The petitioner was the sole investor and invested $10,000. in return for which he was to receive one-half of the total authorized shares and the right to elect one-half of the total number of directors and the respondent mentioned was to receive an equal interest. No stock was ever issued to either. No directors were elected to replace those who had resigned, nor were officers ever appointed to manage the affairs of the corporation and petitioner was barred from the operation, management of the affairs and also from the premises of the corporation. The respondent permitted another corporation to occupy the premises without agreement or lease, or for the payment of rent, and took complete possession of the property, refusing to recognize petitioner's corporate interest, making unauthorized alterations on the property and permitting third parties to use and occupy it without consulting the petitioner. "It is clear from the foregoing," said the New York Supreme Court, Special Term, New York County, Part I "that the parties cannot agree to carry on the business because of dissension and it therefore becomes incumbent upon this Court to interfere with the internal affairs of this corporation even though solvent and take such steps necessary to preserve its assets. It appears that there is danger here that the corporate assets might be dissipated. It is well settled that in addition to the cases where a receiver is specifically provided for by law, a court of equity has inherent jurisdiction at the instance of stockholders to appoint a receiver of a solvent corporation on the ground of fraud, gross mismanagement or dissension between the stockholders or officers." The motion for the appointment of a receiver was accordingly granted. *Application of Jack Martin Auto Sales, Inc.,* 63 N. Y. S. 2d 686. Farbstein & Markowitz of New York City, for petitioner. Irving M. Getnick and William B. Aberson of New York City, for respondents.

Stockholders' consent to option to sell all corporate property ruled equivalent to consent to ultimate sale if binding contract results from acceptance by optionee. In *Texas Co. v. Z. & M. Independent Oil Co., Inc.,* 156 F. 2d 862, the United States Circuit Court of Appeals, Second Circuit, said: "Several of the appellant's contentions are based on section 20 of the Stock Corporation Law of New York. This statute permits a corporation to sell and convey all its property with the consent of two-thirds of its stockholders obtained at a meeting called pursuant to section 45. The appellant argues that the consent of stockholders to the granting of an opinion is not a consent to a sale or conveyance, and consequently the Z. & M. stockholders' resolution of September 23, 1929 was 'an unnecessary and meaningless act.' If this were sound, it would mean that a corporation could never grant a valid option to purchase all its property. No authority is cited which supports this extraordinary interpretation of section 20. An option is an irrevocable offer to sell which becomes a binding contract of sale on acceptance by the optionee. If two-thirds of the stockholders can authorize the officers to enter into a contract of sale, we can conceive of no possible reason why they cannot authorize the making of an irrevocable offer, as well as a revocable offer, of such a contract. In either case the objecting minority may have its stock valued and retired under section 21." Milbank, Tweed, Hope, Hadley & McCloy of New York City and Edward C. Rowe of Hamilton, N. Y., (John A. Kelly of New York City, Edward C. Rowe of Hamilton, N. Y., and L. Reyner Samet and Austen B. McGregor of New York City, of counsel), for appellant. Brown, Hubbard, Felt & Fuller of Utica, (Gay H. Brown of Utica, S. A. L. Morgan of Amarillo, Texas, Alan H. Colcord of Utica of counsel), for appellee.

Pennsylvania.

Sale, subsequent to merger, of a portion of the shares held prior to receipt of notice of merger, held to curtail right to appraisal to the extent of the shares sold. Appellant was the registered owner of 200 shares in the Pittsburgh Coal Company prior to its merger into the appellee corporation. He filed written objection to the merger. Two days after the merger had been approved, he bought 50 additional shares and a few days later acquired another 50 shares. Later he sold 100 shares of those which he had held *prior* to the notice of the merger. He then held 100 shares purchased *before* and 100 shares purchased *after* the merger and petitioned for the appointment of appraisers to fix the fair value of 200 shares of stock. The court below dismissed the petition as to 100 shares, but allowed it to stand as to the remaining 100 shares. This decree was affirmed by the Supreme Court of Pennsylvania, which remarked: "The certificate for the 100 shares sold was delivered up and cancelled. In order that a dissenting stockholder may receive the fair value of his shares, he must 'surrender his *certificate.*' Appellant, by the sale, elected to sell his stock to the new purchaser and not to receive

its fair value from the reorganized corporation. He placed it beyond his power to surrender the certificates as required by the act." A contention by appellant that shares of stock, like coal from the same mine, grain of a uniform quality, etc., are fungible goods and therefore any shares of stock may be used in place of others, was rejected because, "in the present case all the corporate stock had earmarks distinguishing one share from another." *Graves v. Pittsburgh Consolidation Coal Co.,* 49 A. 2d 344. John E. Evans, Sr., and Evans, Evans & Spinelli of Pittsburgh, for appellant. Earl F. Reed, Thorp, Bostwick, Reed & Armstrong and James A. Bell of Pittsburgh, for appellee.

Foreign Corporations

Arkansas.

Service of process quashed where made upon alleged agent of qualified foreign corporation in county where company had no branch office or place of business. Service of summons upon appellant foreign corporation, licensed to do business in Arkansas, with its legal domicile at Camden in Ouachita County, Arkansas, was attempted to be made upon it in Clark County, Arkansas, by serving an alleged agent in Clark County. This agent was employed to check timber lands in five counties, including Clark County, for trespass, fire control and marking timber for cutting and approval. There were no signs around his home that appellant company had any office there. The service was attempted under Section 1369, Pope's Digest, which provides that suits may be brought against any foreign or domestic corporation in any county in the state in which such corporation maintains a branch office or other place of business by service of a summons upon the agent, servant or employee in charge of the office or place of business. Appellant appeared specially and moved to quash the service, alleging it had no branch office or place of business and no agent in Clark County upon whom legal process could be had and that the timber checker mentioned was not such a legal agent for service. The Supreme Court of Arkansas ruled in favor of the corporation and held that the service should be quashed. *International Paper Co. v. Aud,** 196 S. W. 2d 578. Gaughan, McClellan & Gaughan of Camden, for appellant. G. W. Lookadoo of Arkadelphia, for appellee.

Taxation

Canada.

Company ruled not exempt under Section 4(k) of Income War Tax Act where terms of statute did not embrace company's operations and assets. The question raised was whether appellant Alberta company was exempt from the payment of the Dominion Income War Tax under section 4(k) of the Act imposing the tax. This

subsection, so far as pertinent, exempts companies whose operations are "industrial, mining, commercial, public utility or public service nature," provided that the business is carried on entirely outside of Canada, either directly or through a subsidiary or affiliated company and that the company's assets, except securities acquired by the investment of accumulated income and such bank deposits as may be held in Canada, are situate entirely outside of Canada. It was conceded that appellant was of the type mentioned in the subsection, being either a mining company or possibly a commercial company. The Exchequer Court of Canada, found, however, that the corporation did not come within the requirements additionally to be met, since business was found to be carried on within Canada and assets were also located there. The court declined to interpret the law so as to exclude from consideration Canadian business of appellant which did not result in a profit and so as to exclude from consideration Canadian assets which failed to produce income. Since appellant did not come within the terms of the exempting statute, the appeal from an assessment of the tax was dismissed. *Alberta Pacific Consolidated Oils Ltd. v. Minister of National Revenue,** (1946) 4 D. L. R. 641.

* The full text of this opinion is printed in the CCH **Canadian Tax Reports,** ¶86-117.

Indiana.

Gross income tax ruled invalid as applied to proceeds from the sale of securities by Indiana resident through Indiana broker and a stock exchange in another state. In *Hewit v. Freeman,* 51 N. E. 2d 6, (The Corporation Journal, November, 1944, page 233), the Indiana Supreme Court held that the Indiana gross income tax applied to the proceeds of sales of securities of an Indiana resident, effected through an Indiana broker who had a direct wire with a New York Stock Exchange firm, to which instructions were given for the sale of the securities, the purchasers being non-residents of Indiana. Upon appeal, the Supreme Court of the United States has reversed the state court, ruling that the tax, in its attempted application, was beyond the taxing power of the state. The highest court, discussed the commerce clause of the Federal Constitution at some length, emphasing that a state is precluded "from taking any action which may fairly be deemed to have the effect of impeding the free flow of trade between states", and that the aim of the commerce clause "was precisely to prevent states from exacting toll from those engaged in national commerce." The court regarded the transaction as an interstate sale and remarked that "constitutionally it is commerce no less and no different because the subject was pieces of paper worth $65,214.20, rather than machines." The tax in this instance was viewed as a direct imposition on interstate commerce. *McGoldrick v. Berwind-White Co.,* 309 U. S. 33, (The Corporation Journal, March, 1940, page 135) was distinguished, as

Your
statutory agents,
under the Corporation
Trust system, are not designated
because of other relationships [illegible]
the company. Each agent in [illegible]hat
system is carefully chosen [illegible] is
particular work and [illegible] a
under the directi[illegible]ide
great contine[illegible]
organiz[illegible].

It is *completeness* of service—perfect coordination of all its functions into one protective system—that distinguishes the Corporation Trust system from all other methods of statutory representation.

were other decisions of the Supreme Court of the United States upholding taxes imposing privilege and license fees. *Freeman v. Hewit,** 67 S. Ct. 274; CCH Req. No. 365297. *(Petition for rehearing denied, January 13, 1947.)*

* The full text of this opinion is printed in the **State Tax Reporter**, Indiana, page 1428.

Kentucky.

Court of Appeals holds chain store tax law unconstitutional. In *Adam Hat Stores et al. v. Reeves et al.*, decided by the Franklin County Circuit Court, December 12, 1945, (The Corporation Journal, March, 1946, page 109), the chain store tax imposed by Chapter 174, Laws 1940, KRS 137.200, was held unconstitutional and void for lack of uniformity and discrimination between persons of the same class. Upon appeal, the Kentucky Court of Appeals has affirmed the judgment of the county court, ruling that the 1940 Act was not a police regulation, as contended by the appellants, but was rather a revenue measure, because the revenue it raised was so greatly in excess of the cost to the state of issuing the license and of enforcing the statute, the fees payable for each Kentucky store depending upon the number of stores owned everywhere, both within and outside of Kentucky. The court declined to overrule its decision in a prior case holding a similar Kentucky chain store law invalid on the ground that it was a revenue measure and that the classification made in the Act was not a natural one, but was unreasonable and arbitrary and violated Section 171 of the State Constitution, which provides that taxes shall be uniform on all property of the same class. *Reeves et al. v. Adam Hat Stores, Inc. et al.,** Kentucky Court of Appeals, November 29, 1946. Roy W. House and M. B. Holifield of Frankfort, Assistants Attorney General, for appellant. Henry E. McElwain and Allen, McElwain, Dinning, Clark & Ballentine of Louisville, for appellee. Commerce Clearing House Court Decisions Requisition No. 364757.

* The full text of this opinion is printed in the **State Tax Reporter**, Kentucky, ¶ 41-503.

Note

On page 243 of The Corporation Journal, January, 1947, the observation was made that New York Laws 1943, Ch. 600, did not appear to have been subjected to judicial interpretation. Attention is called to *McNulty v. W. & J. Sloane,* 54 N. Y. S. 2d 253, (The Corporation Journal, May, 1945, page 348), holding Ch. 600 valid.

Appealed to the Supreme Court

The following cases previously digested in The Corporation Journal have been appealed to The Supreme Court of the United States.*

INDIANA. Docket No. 3. *Hewit v. Freeman,* 51 N. E. 2d 6. (The Corporation Journal, November, 1944, page 233.) Indiana Gross Income Tax Act—application to proceeds from sales of corporate stocks and bonds by resident owner to nonresidents through brokers. **Appeal filed, March 13, 1944. Jurisdiction noted, April 3, 1944. Argued, November 8, 1944. Restored to Docket and assigned for reargument, June 18, 1945. On reargument, counsel requested to address themselves in their briefs and on oral argument to specified questions, October 8, 1945. Reargued, October 14, 1946. Reversed, December 16, 1946.** (See page 269.) **Petition for rehearing denied, January 13, 1947.**

NEW YORK. Docket Nos. 29-30. *Carter & Weeks Stevedoring Co. v. McGoldrick et al.; John T. Clark & Son v. McGoldrick et al.,* 294 N. Y. 906, 908. (The Corporation Journal, December, 1945, page 52.) New York City business tax—applicability to stevedoring activities within city limits. **Petition for certiorari filed, October 17, 1945. Certiorari granted, November 19, 1945. Argued, March 1, 1946. Restored to the docket and assigned for reargument before a full bench, April 22, 1946. Reargued, November 12, 1946.**

OHIO. Docket No. 75. *International Harvester Company v. Evatt, Tax Commissioner of Ohio,* 64 N. E. 2d 53. (The Corporation Journal, February, 1946, page 92.) State taxation of foreign corporations—Ohio franchise tax measured by volume of business done in Ohio. **Appeal filed, March 29, 1946. Probable jurisdiction noted, May 6, 1946. Argued, December 12, 1946. Judgment affirmed, January 6, 1947.**

---

* Data compiled from **CCH U. S. Supreme Court Service 1946-1947.**

Regulations and Rulings

MASSACHUSETTS—For excise tax purposes, the Appellate Tax Board has ruled that where a corporation conducted a general retail business selling food products in retail stores and processed a portion of the food it sold and maintained a printing plant, slaughtering plant and laundry for its own use, the evidence showed that the main business of the corporation was the sale of food and therefore the corporation should be classified as a "domestic business corporation" and not as a "domestic manufacturing corporation." (Massachusetts State Tax Reporter, ¶ 14-520.)

Where a foreign corporation was engaged in Massachusetts mainly as a wholesaler of meat and products processed therefrom, the evidence showed that the main business was the conduct of a general wholesale business and it should be classified, for excise tax purposes, as a "foreign business corporation" and not as a "foreign manufacturing corporation." (Opinion of Appellate Tax Board, Massachusetts State Tax Reporter, ¶ 14-521.)

NEW YORK—The State Tax Commission has recently issued a 1947 revision of the Business Corporation Franchise Tax Regulations which reflect changes made by legislation, delete obsolete material relative to the transition tax and make other changes.

NORTH CAROLINA—The sales tax is levied on gross sales and, even though no sales are in excess of five cents, the liability for the tax remains. Although in such cases, the tax cannot be passed on to the customers, the law affords no relief to the retailer, (Opinion of the Attorney General, North Carolina State Tax Reporter, ¶ 60-404.)

OKLAHOMA—A corporation may not be formed for the purpose of practicing "professional engineering" or engaging in the practice of "consulting engineers," as there is no statutory authorization for the formation of a corporation for such purposes. (Opinion of the Attorney General to the Secretary of State, State Tax Reporter, Oklahoma, ¶ .002.)

PENNSYLVANIA—The time for the filing with the Philadelphia Income Tax Bureau of reports of wages paid during 1946 to Philadelphia employees has been advanced from April 1 to February 28, 1947. Form W-IS, obtainable from the Bureau, or forms *similar* to Federal Form W-2, printed by the employer, may be used for this purpose. (Ruling of Receiver of Taxes, Pennsylvania State Tax Reporter, ¶ 73-431.09.)

TENNESSEE—Cost-plus-fixed-fee contractors are liable for the "construction companies" privilege tax under Item 20, General Revenue Act, and it is the legislative intent to graduate the amount of this privilege tax upon the volume of work contracted or the "aggregate contract price for contracts." (Opinion of the Attorney General to the Commissioner of Finance and Taxation, State Tax Reporter, Tennessee, ¶ 30-444.)

TEXAS—In acting as a testamentary trustee, which involves the receipt of rents, issues, profits and income from real property located in Texas, a foreign corporation is carrying on business within Texas and is required to qualify. (Opinion of the Attorney General to the Secretary of State, Texas State Tax Reporter, ¶ .444.)

Some Important Matters for February and March

This Calendar does not purport to be a *complete* calendar of all matters requiring attention by corporations in any given state. It is a condensed calendar of the more important requirements covered by the *State Report and Tax Bulletins* of The Corporation Trust Company. Attorneys interested in being furnished with timely and complete information regarding *all* state requirements in any one or more states, including information regarding forms, practices and rulings, may obtain details from any office of The Corporation Trust Company or C T Corporation System.

ALABAMA—Annual Franchise Tax Return due between January 1 and March 15.—Domestic and Foreign Corporations.

Income Tax Return and Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

Annual Franchise Tax due April 1, but may be paid without penalty until April 30.—Domestic and Foreign Corporations.

ALASKA—Annual Report due within 60 days from January 1.—Domestic and Foreign Corporations.

ARIZONA—Income Tax Return and Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

Annual Statement of Mining Companies due between January 1 and April 1.—Domestic and Foreign Corporations engaged in mining of any kind.

ARKANSAS—Franchise Tax Report due on or before March 1.—Domestic and Foreign Corporations.

CALIFORNIA—Returns of Information at the source and Returns of Tax Withheld at the source due on or before February 15.—Domestic and Foreign Corporations.

Franchise (Income) Tax Return due on or before March 15. —Domestic and Foreign Corporations.

COLORADO—Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Annual Report due on or before March 15.—Domestic and Foreign Corporations.

CONNECTICUT—Annual Report due on or before February 15 (if corporation was organized or qualified between January 1 and June 30 of any previous year).—Domestic and Foreign Corporations.

Income Tax Return due on or before April 1.—Domestic and Foreign Corporations.

DOMINION OF CANADA—Returns of Information at the source due on or before February 28.—Domestic and Foreign Corporations.

GEORGIA—Report of Resident Stockholders and Bondholders due on or before March 1.—Domestic and Foreign Corporations.

Income Tax Return and Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

Intangible Property Tax Return due on or before March 15. —Domestic and Foreign Corporations.

IDAHO—Income Tax Return and Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

ILLINOIS—Annual Report due between January 15 and February 28.—Domestic and Foreign Corporations.

IOWA—Income Tax Return and Returns of Information at the source due on or before March 31.—Domestic and Foreign Corporations.

Returns of Tax withheld at the source due on or before March 31.—Domestic and Foreign Corporations.

KANSAS—Returns of Information at the source due on or before March 1.—Domestic and Foreign Corporations.

Annual Report and Franchise Tax due on or before March 31.—Domestic and Foreign Corporations.

KENTUCKY—Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

LOUISIANA—Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Capital Stock Statement due on or before March 1.—Foreign Corporations.

MAINE—Annual License Fee due on or before March 1.—Foreign Corporations.

MARYLAND—Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Returns of Tax Withheld at the source due on or before February 15.—Domestic and Foreign Corporations.

Income Tax Return due on or before April 15.—Domestic and Foreign Corporations.

MASSACHUSETTS—Returns of Information at the source due on or before March 1.—Domestic and Foreign Corporations.

MINNESOTA—Returns of Information at the source due on or before March 1.—Domestic and Foreign Corporations.

Income Tax Return due on or before March 15.—Domestic and Foreign Corporations.

Annual Report due between January 1 and April 1.—Foreign Corporations.

MISSISSIPPI—Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

Income Tax Return due on or before March 15.—Domestic and Foreign Corporations.

MISSOURI—Returns of Information at the source due on or before March 1.—Domestic and Foreign Corporations.

Annual Franchise Tax Report due on or before March 1.—Domestic and Foreign Corporations.

Income Tax Returns due on or before March 15.—Domestic and Foreign Corporations.

MONTANA—Annual Report of Capital Employed due between January 1 and March 1.—Foreign Corporations qualified after February 27, 1915.

MONTANA (Continued)

Annual Report of Net Income due on or before March 1.—Domestic and Foreign Corporations.

Annual Report due on or before March 1.—Domestic and Foreign Corporations.

Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

NEVADA—Annual Statement of Business due not later than the month of March.—Foreign Corporations.

NEW HAMPSHIRE—Annual Return due on or before April 1.—Domestic and Foreign Corporations.

Franchise Tax due on or before April 1.—Domestic Corporations.

NEW MEXICO—Franchise Tax Return due on or before March 15.—Domestic and Foreign Corporations.

Returns of Information at the source due on or before April 1.—Domestic and Foreign Corporations.

NEW YORK—Returns of Information at the source and Returns of Tax Withheld at the source due on or before February 15.—Domestic and Foreign Corporations.

Annual Franchise Tax Report and Tax of Real Estate Corporations due between January 1 and March 1.—Domestic and Foreign Real Estate Corporations.

NORTH CAROLINA—Income Tax Return and Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

NORTH DAKOTA—Income Tax Return and Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

Annual Report due between January 1 and April 1.—Foreign Corporations.

OHIO—Annual Franchise Tax Report due between January 1 and March 31.—Domestic and Foreign Corporations.

Annual Statement of Proportion of Capital Stock due between January 1 and March 31.—Foreign Corporations.

OKLAHOMA—Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Income Tax Return due on or before March 15.—Domestic and Foreign Corporations.

OREGON—Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Excise (Income) Tax Return due on or before April 15.—Domestic and Foreign Corporations.

PENNSYLVANIA—Capital Stock Tax Report and Tax, Corporate Loans Report and Tax and Bonus Tax Report due on or before March 15.—Domestic Corporations.

Franchise Tax Report and Tax, Corporate Loans Tax Report and Bonus Tax Report due on or before March 15.—Foreign Corporations.

RHODE ISLAND—Annual Report due during February.—Domestic and Foreign Corporations.

Corporation Tax Return due on or before March 15.—Domestic and Foreign Corporations.

SOUTH CAROLINA—Annual License Tax Report due during February.—Domestic and Foreign Corporations.

Income Tax Return and Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

SOUTH DAKOTA—Annual Capital Stock Report due before March 1.—Foreign Corporations.

TEXAS—Annual Franchise Tax Report due between January 1 and March 15.—Domestic and Foreign Corporations.

UNITED STATES—Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Income Tax Return due on or before March 15.—Domestic and Foreign Corporations having an office or place of business in the United States.

UTAH—Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Income (Franchise) Tax Return due on or before March 15.—Domestic and Foreign Corporations.

VERMONT—Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Annual Report due on or before March 1.—Domestic Corporations.

Annual License Tax Return and Payment due on or before March 1.—Domestic and Foreign Corporations.

Income (Franchise) Tax Return due on or before March 15.—Domestic and Foreign Corporations.

Extension of Certificate of Authority due on or before April 1.—Foreign Corporations.

VIRGINIA—Annual Registration Fee due on or before March 1.—Domestic and Foreign Corporations.

Returns of Information at the source due on or before February 15.—Domestic and Foreign Corporations.

Annual Franchise Tax due March 1.—Domestic Corporations.

WISCONSIN—Income Tax Return and Returns of Information at the source due on or before March 15.—Domestic and Foreign Corporations.

Annual Report due between January 1 and April 1.—Domestic and Foreign Corporations.

THE CORPORATION TRUST COMPANY
120 BROADWAY, NEW YORK 5, N. Y.

Sec. 562, P. L. & R.
U. S. Postage
PAID
Chicago, Illinois
Permit No. 3892

POSTMASTER—If undeliverable FOR ANY REASON, notify sender, stating reason (and new address, if known, if addressee has moved) on FORM 3547 postage for which is guaranteed.

THE CORPORATION JOURNAL

The Corporation Journal is published by The Corporation Trust Company monthly, except in July, August, and September. Its purpose is to provide, in systematic and convenient form, brief digests of significant current decisions of the courts, and the more important regulations, rulings or opinions of official bodies, which have a bearing on the organization, maintenance, conduct, regulation, or taxation of business corporations. It will be mailed regularly, postpaid and without charge, to lawyers, accountants, corporation officials, and others interested in corporation matters, upon written request to any of the company's offices.

When it is desired to preserve The Journal in a permanent file, a special and very convenient form of binder will be furnished at cost ($1.50).